

LEGISLATURE OF THE STATE OF IDAHO  
Sixty-first Legislature Second Regular Session - 2012

IN THE HOUSE OF REPRESENTATIVES

HOUSE BILL NO. 550

BY STATE AFFAIRS COMMITTEE

AN ACT

RELATING TO BUSINESS ENTITY NAMES; AMENDING SECTION 30-6-108, IDAHO CODE, TO PROVIDE THAT THE NAME OF A LIMITED LIABILITY COMPANY MAY NOT CONTAIN LANGUAGE FALSELY STATING OR IMPLYING GOVERNMENT AFFILIATION, TO PROVIDE CORRECT CODE REFERENCES AND TO MAKE TECHNICAL CORRECTIONS; AMENDING SECTION 53-2-108, IDAHO CODE, TO PROVIDE THAT THE NAME OF A LIMITED PARTNERSHIP MAY NOT CONTAIN LANGUAGE FALSELY STATING OR IMPLYING GOVERNMENT AFFILIATION AND TO PROVIDE CORRECT CODE REFERENCES; AND DECLARING AN EMERGENCY.

Be It Enacted by the Legislature of the State of Idaho:

SECTION 1. That Section 30-6-108, Idaho Code, be, and the same is hereby amended to read as follows:

30-6-108. NAME. (1) The name of a limited liability company must contain the words "limited liability company" or "limited company" or the abbreviation "L.L.C.," "LLC," "L.C.," or "LC." "Limited" may be abbreviated as "ltd." and "company" may be abbreviated as "co." If the limited liability company is a professional company, however, the name of the limited liability company must contain the words "Pprofessional Ecompany" or the abbreviations "P.L.L.C." or "PLLC."

(2) The name of a limited liability company may not contain language falsely stating or implying government affiliation.

(3) Unless authorized by subsection (34) of this section, the name of a limited liability company must be distinguishable on the records of the secretary of state from:

(a) The name of each person that is not an individual and that is incorporated, organized or authorized to transact business in this state;

(b) The limited liability company name stated in each certificate of organization that contains the statement as provided in section 30-6-201(2)(c), Idaho Code, and that has not lapsed; and

(c) Each name reserved under section 30-6-109, Idaho Code, and sections 30-1-402 and 30-1-403, Idaho Code, sections 30-3-28 and 30-3-29, Idaho Code, and section 53-2-109, Idaho Code.

(34) A limited liability company may apply to the secretary of state for authorization to use a name that does not comply with subsection (23) of this section. The secretary of state shall authorize use of the name applied for if, as to each noncomplying name:

(a) The present user, registrant or owner of the noncomplying name consents in a signed record to the use and submits an undertaking in a form satisfactory to the secretary of state to change the noncomplying name to a name that complies with subsection (23) of this section and is distinguishable in the records of the secretary of state from the name applied for; or

(b) The applicant delivers to the secretary of state a certified copy of the final judgment of a court establishing the applicant's right to use in this state the name applied for.

(45) Subject to section 30-6-805, Idaho Code, this section applies to a foreign limited liability company transacting business in this state which has a certificate of authority to transact business in this state or which has applied for a certificate of authority.

SECTION 2. That Section 53-2-108, Idaho Code, be, and the same is hereby amended to read as follows:

53-2-108. NAME. (1) The name of a limited partnership may contain the name of any partner.

(2) The name of a limited partnership that is not a limited liability limited partnership must contain the phrase "limited partnership" or the abbreviation "L.P." or "LP" and may not contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P."

(3) The name of a limited liability limited partnership must contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." and must not contain the abbreviation "L.P." or "LP."

(4) The name of a limited partnership may not contain language falsely stating or implying government affiliation.

(5) Unless authorized by subsection (56) of this section, the name of a limited partnership ~~must not falsely imply government affiliation and~~ must be distinguishable in the records of the secretary of state from:

(a) The name of each person other than an individual incorporated, organized, or authorized to transact business in this state; and

(b) Each name reserved under section 53-2-109, Idaho Code, or other state law allowing the reservation or registration of business names.

(56) A limited partnership may apply to the secretary of state for authorization to use a name that does not comply with subsection (45) of this section. The secretary of state shall authorize use of the name applied for if, as to each conflicting name:

(a) The present user, registrant, or owner of the conflicting name consents in a signed record to the use and submits an undertaking in a form satisfactory to the secretary of state to change the conflicting name to a name that complies with subsection (45) of this section and is distinguishable in the records of the secretary of state from the name applied for;

(b) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use in this state the name applied for; or

(c) The applicant delivers to the secretary of state proof satisfactory to the secretary of state that the present user, registrant, or owner of the conflicting name:

(i) Has merged into the applicant;

(ii) Has been converted into the applicant; or

(iii) Has transferred substantially all of its assets, including the conflicting name, to the applicant.

(67) Subject to section 53-2-905, Idaho Code, this section applies to any foreign limited partnership transacting business in this state, having a

1 certificate of authority to transact business in this state, or applying for  
2 a certificate of authority.

3 SECTION 3. An emergency existing therefor, which emergency is hereby  
4 declared to exist, this act shall be in full force and effect on and after its  
5 passage and approval.